

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

United States of America, et al,
Plaintiffs,

v.

Case No. 1:23-cv-10511-WGY

JetBlue Airways Corporation,
and
Spirit Airlines, Inc.,
Defendants.

JOINT PROPOSED CONFIDENTIALITY PROTOCOL

1. Pursuant to the Case Management Order and the Court's statements at the March 21, 2023 scheduling conference concerning the importance of limiting the material that will not be included in the public record, the Parties hereby agree to the following proposed procedures and deadlines for protecting the confidentiality of confidential information.
2. The Parties agree that information that reflects (1) trade secrets, (2) competitively sensitive current or forward-looking information that could harm a party's competitive standing (and for which the interest in protection outweighs the public right of access), and/or (3) personally identifying information (e.g., social security numbers or personal telephone numbers) may be designated as confidential and that they will refrain from designating other information as confidential for purposes of trial exhibits and deposition designations. The Parties will also encourage non-parties to adhere to the same standards in their own designations.
3. The Parties have exchanged initial deposition designations and counter-designations, and have agreed to exchange counter-counter-designations on August 24. Pursuant to the Case Management Order, the Parties have also exchanged initial exhibit lists and will exchange revised exhibit lists on September 8. The Parties will notify non-parties of any exhibits on the initial exhibit list or in designated deposition testimony by August 22. The Parties will notify non-parties of any additional exhibits on the revised exhibit list by September 9.
4. **Party Documents and Testimony.** The Parties are continuing to meet and confer regarding a process for agreeing upon confidentiality designations of Party documents

that will be as efficient as possible to reduce any burden on the Court. The Parties conducted an initial meet and confer on August 15, and will continue to meet and confer as needed until a joint process is agreed upon or the Parties reach an impasse requiring the Court's resolution. The Parties agree to submit either an agreed proposal or competing proposals on or before September 8, 2023.

5. **Non-Party Documents and Testimony.** On or before September 18, non-parties will identify all documents on either party's initial exhibit list or testimony included in either party's deposition designations that the non-party wishes to seal from the public record at trial and protect as confidential. The non-party wishing to seal exhibits or deposition testimony shall identify the specific material to be sealed, including proposing redactions to specific pages/portions of pages of exhibits and pages:lines of deposition testimony and refrain from designating entire documents or pages of testimony unless warranted. The Parties shall confer with non-parties regarding confidentiality designations and encourage non-parties to make as limited confidentiality designations as possible. During conferrals, if the Parties and the non-party agree that confidential material in an exhibit is irrelevant to the case, the irrelevant and confidential information in such exhibit may be redacted and only the redacted version of such exhibit will be submitted to the Court, used during examinations, and be part of the record. On or before September 29, non-parties may file a motion to seal and supporting memoranda with respect to the non-party's information that the Parties dispute should be confidential at trial.
6. **Displaying Confidential Information at Trial.** During trial, documents with confidentiality designations approved by the court will be displayed to the gallery in redacted form, but the Court, the witness, and counsel will have access to unredacted copies during examination. A party or non-party may move to close the courtroom during the course of trial if they believe exceptional circumstances so justify it.

Dated: August 21, 2023

Respectfully submitted,

/s/ Edward W. Duffy

Edward W. Duffy
Don P. Amlin
U.S. Department of Justice, Antitrust Division
450 Fifth Street, NW, Suite 8000
Washington, DC 20530
Phone: 202-812-4723
Facsimile: 202-307-5802
E-mail: edward.duffy@usdoj.gov

Attorneys for Plaintiff United States of America

/s/ William T. Matlack

William T. Matlack (MA Bar No. 552109)
Office of the Attorney General
One Ashburton Place, 18th Floor
Boston, MA 02108
Telephone: (617) 727-2200
Email: William.Matlack@mass.gov

Attorney for Plaintiff Commonwealth of Massachusetts

/s/ Olga Kogan

Olga Kogan (*admitted pro hac vice*)
New York State Office of the Attorney General
28 Liberty Street, 20th Floor
New York, NY 10005
Telephone: (212) 416-8262
Email: olga.kogan@ag.ny.gov

Attorney for Plaintiff State of New York

/s/ C. William Margrabe

C. William Margrabe (*admitted pro hac vice*)
Office of the Attorney General
400 6th Street NW, Suite 10100
Washington, DC 20001
Telephone: (202) 727-6294
Email: will.margrabe@dc.gov

Attorney for Plaintiff District of Columbia

/s/ Schonette J. Walker

Schonette J. Walker (*admitted pro hac vice*)

Gary Honick (*admitted pro hac vice*)

Byron Warren (*admitted pro hac vice*)

Maryland Office of the Attorney General

200 St. Paul Place, 19th Floor

Baltimore, MD 21202

410-576-6470

swalker@oag.state.md.us

ghonick@oag.state.md.us

bwarren@oag.state.md.us

Attorneys for Plaintiff State Maryland

/s/ Komal K. Patel

Komal K. Patel (*admitted pro hac vice*)

Deputy Attorney General

Office of the California Attorney General

300 South Spring Street, Suite 1702

Los Angeles, CA 90013

Tel: (213) 269-6000

Email: Komal.Patel@doj.ca.gov

Attorneys for Plaintiff State of California

/s/ Bryan S. Sanchez

Bryan S. Sanchez (*admitted pro hac vice*)

Ana Atta-Alla (*admitted pro hac vice*)

State of New Jersey - Office of the Attorney General

Division of Law

124 Halsey Street – 5th Floor

Newark, NJ 07102

Telephone: (973) 648-6835

Bryan.Sanchez@law.njoag.gov

Ana.Atta-Alla@law.njoag.gov

Attorneys for Plaintiff State of New Jersey

/s/ Jessica V. Sutton

Jessica V. Sutton (*admitted pro hac vice*)

Special Deputy Attorney General

North Carolina Department of Justice Post Office Box
629

Raleigh, NC 27602

Tel: 919-716-6000

E-mail: jsutton2@ncdoj.gov

Attorney for Plaintiff State of North Carolina

/s/ Elizabeth M. Wright

Elizabeth M. Wright (MA BBO #569387)
Zachary R. Hafer (MA BBO #569389)
Cooley LLP
500 Boylston Street, 14th Floor
Boston, MA 02116-3736
Tel: 617-937-2300
ewright@cooley.com
zhafer@cooley.com

Ethan Glass (*Pro Hac Vice*)
Deepti Bansal (*Pro Hac Vice*)
Matt K. Nguyen (*Pro Hac Vice*)
Cooley LLP
1299 Pennsylvania Avenue NW, Suite 700
Washington, DC 2004-2400
Tel: 202-842-7800
Fax: 202-842-7899
eglass@cooley.com
dbansal@cooley.com
mnguyen@cooley.com

Beatriz Mejia (*Pro Hac Vice*)
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, CA 94111
Tel: 415-693-2000
Fax: 415-693-2222
bmejia@cooley.com

Joyce Rodriguez-Luna (*Pro Hac Vice*)
Cooley LLP
55 Hudson Yards
New York, NY 10001-2157
Tel: 212 479 6895
Fax: 2124796275
jrodriguez-luna@cooley.com

Jessica K. Delbaum (*Pro Hac Vice*)
Leila R. Siddiky (*Pro Hac Vice*)
Richard F. Schwed (*Pro Hac Vice*)
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022

(212) 848-4000
jessica.delbaum@shearman.com
leila.siddiky@shearman.com
richard.schwed@shearman.com

Michael Mitchell (*Pro Hac Vice*)
Shearman & Sterling LLP
401 9th St. NW
Suite 800
Washington, DC 20004
(202) 508-8000
michael.mitchell@shearman.com

Rachel Mossman Ziemienski (*Pro Hac Vice*)
Shearman & Sterling LLP
2601 Olive St, 17th Floor
Dallas, TX 75201
(214) 271-5777
Rachel.Ziemienski@Shearman.com

Ryan A. Shores (*Pro Hac Vice*)
David I Gelfand (*Pro Hac Vice*)
Cleary Gottlieb Steen & Hamilton LLP
2112 Pennsylvania Avenue, NW
Washington, DC 20037
(202) 974-1876
Fax: (202) 974-1999
rshores@cgsh.com
dgelfand@cgsh.com

Daniel P. Culley (*Pro Hac Vice*)
Cleary, Gottlieb, Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
(212) 225-2000
dculley@cgsh.com

Attorneys for JetBlue Airways Corporation

/s/ Samuel N. Rudman
Samuel N. Rudman (MA BBO #698018)
Choate, Hall & Stewart LLP
Two International Place
Boston, MA 02110
Telephone: +1 617 248 4034
srudman@choate.com

/s/ Andrew C. Finch

Andrew C. Finch (*Pro Hac Vice*)
Eyitayo St. Matthew-Daniel (*Pro Hac Vice*)
Jay Cohen (*Pro Hac Vice*)
Jared P. Nagley (*Pro Hac Vice*)
Kate Wald (*Pro Hac Vice*)
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019
Tel: 212-373-3000
Fax: 212-757-3990
aфинch@paulweiss.com
tstmatthewdaniel@paulweiss.com
jcohen@paulweiss.com
jnagley@paulweiss.com
kwald@paulweiss.com

Meredith R. Dearborn (*Pro Hac Vice*)
Paul, Weiss, Rifkind, Wharton & Garrison LLP
535 Mission Street, 24th Floor
San Francisco, CA 94105
Tel: 628-432-5100
Fax: 628-232-3101
mdearborn@paulweiss.com

Attorneys for Defendant Spirit Airlines, Inc.